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*Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN JOSE DIVISION**

In re:	)	Case No. 20-50682 (MEH)
	)	
WAVE COMPUTING, INC., <i>et al.</i> ,	)	Chapter 11 (Jointly Administered)
	)	
Debtors. <sup>1</sup>	)	<b>STIPULATION AND PROPOSED ORDER</b>
	)	<b>EXTENDING DEADLINES RELATED TO</b>
	)	<b>PLAN CONFIRMATION</b>
	)	
	)	<b>Related to Docket Nos.: 973, 981, 1063,</b>
	)	<b>1084, 1087</b>
	)	
	)	<b>[No Hearing Requested]</b>

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<sup>1</sup> The Debtors in these chapter 11 cases are Wave Computing, Inc., MIPS Tech, Inc., Hellosoft, Inc., Wave Computing (UK) Limited, Imagination Technologies, Inc., Caustic Graphics, Inc., and MIPS Tech, LLC. The Debtors' mailing address is 3201 Scott Blvd, Santa Clara, CA 95054.

1 This stipulation (the “Stipulation”) is made and entered into by and between Wave Computing,  
2 Inc. (“Wave”) and its debtor affiliates, as debtors and debtors-in-possession (collectively,  
3 the “Debtors”), Tallwood Technology Partners, LLC (“Tallwood”), and the Official Committee of  
4 Unsecured Creditors (the “Committee,” and together with the Debtors and Tallwood, the “Plan Co-  
5 Proponents”), by and through their respective undersigned counsel.

## 6 RECITALS

7 **WHEREAS** on November 16, 2020, the Plan Co-Proponents and Supporting Creditors  
8 executed that certain amended and restated plan support agreement (as may be further amended and  
9 restated from time to time, the “PSA”) in support of the Plan (as defined below);

10 **WHEREAS** on December 1, 2020, the Debtors filed the *Fourth Amended Joint Chapter 11*  
11 *Plan of Reorganization for Wave Computing, Inc. and Its Debtor Affiliates* [Docket No. 846] and the  
12 *Fifth Amended Disclosure Statement for the Joint Chapter 11 Plan of Reorganization for Wave*  
13 *Computing, Inc. and Its Debtor Affiliates* [Docket No. 848] (as may be further amended, the  
14 “Disclosure Statement”);

15 **WHEREAS** on December 3, 2020, the Court entered an order approving the Disclosure  
16 Statement [Docket No. 859] (the “Disclosure Statement Order”) and an order approving the  
17 Solicitation and Voting Procedures [Docket No. 860] (the “Solicitation Procedures Order”);

18 **WHEREAS** on December 4, 2020, the Debtors caused the solicitation materials (the  
19 “Solicitation Packages”) to be distributed in accordance with the Disclosure Statement Order and  
20 Solicitation Procedures Order;<sup>2</sup>

21 **WHEREAS** on December 28, 2020, the Debtors filed the *Stipulation and Proposed Order*  
22 *Regarding Confirmation Deadlines and Publication Requirements* (the “Confirmation Stipulation”) [Docket No. 973], which set forth certain deadlines in connection with the *Fifth Amended Joint*  
23 *Chapter 11 Plan of Reorganization for Wave Computing, Inc. and Its Debtor Affiliates* [Docket No.  
24 1063] (as may be further amended, the “Plan”);<sup>3</sup>

25 **WHEREAS** on December 30, 2020, the Court entered the *Order Approving Stipulation*  
26 *Regarding Plan Confirmation Deadlines and Publication Requirements* [Docket No. 981], which sets  
27 forth, *inter alia*, a February 2, 2021 deadline for the Debtors to file the brief in support of confirmation  
28 of the Plan;<sup>4</sup>

**WHEREAS** pursuant to the Solicitation Procedures Order, the Debtors, in their discretion and  
in consultation with Tallwood and the Committee, agreed to extend the Voting Deadline and Plan

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<sup>2</sup> See *Certificate of Service* [Dkt. No. 898].

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or Confirmation Stipulation.

<sup>4</sup> The hearing to confirm the Plan (the “Confirmation Hearing”) is currently scheduled for February 10, 2021 at 10:15 a.m. (Pacific Time).

1 Objection Deadline to February 2, 2021 at 4:00 p.m. (Pacific Time) for Synopsys, Avago, Avnet,  
2 Ensilica, and the Committee, as set forth in the *Order Approving Stipulation Extending the Voting*  
3 *Deadline and Plan Objection Deadline For Synopsys, Avago, Avnet, Ensilica and the Committee*  
[Docket No. 1087] (the “Voting Deadline Stipulation”);

4 **WHEREAS** subsequent to the filing of the Voting Deadline Stipulation and pursuant to the  
Solicitation Procedures Order, the Debtors, in their discretion and in consultation with the Committee,  
5 also agreed to extend the Voting Deadline to February 2, 2021 at 4:00 p.m. (Pacific Time) for (i)  
6 Drawbridge 3201 Scott, LLC, (ii) Lumen f/k/a Level 3 Communications, LLC, Level 3 Telecom  
Holdings, LLC and Savvis Communications Corp., and (iii) Hain Capital Investors Master Fund, Ltd.;

7 **WHEREAS** in light of the extensions, the Debtors, in consultation with the Committee and  
8 Tallwood, have agreed to extend the deadline to file the Confirmation Brief to February 5, 2021, in  
compliance with Local Bankruptcy Rule 3020-1(d) and as set forth in the proposed order attached  
9 hereto as **Exhibit A** (the “Order”).

10 **NOW THEREFORE**, it is hereby stipulated and agreed by the Parties:

- 11 1. The deadline to file the Confirmation Brief is extended to **February 5, 2021**.
- 12 2. Except as expressly set forth in this Stipulation, nothing contained herein shall be an  
13 admission or a waiver of any substantive or procedural rights, remedies, claims, or defenses of any of  
14 the Plan Co-Proponents, including the Debtors’ right to seek further extensions or modification of the  
Plan, the Disclosure Statement and any related documents.
- 15 3. The Bankruptcy Court shall retain jurisdiction with respect to all matters arising from  
16 or related to the implementation, interpretation, or enforcement of this Stipulation and the Order.

17 **SO STIPULATED:**

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2  
3 *By: /s/ Juliana L. Hoffman*

4 Samuel A. Newman  
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*Unsecured Creditors of Wave*  
*Computing, Inc.*

9  
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11 *By: /s/ Robert G. Harris*

Robert G. Harris

12 *Attorneys for secured claimant and DIP*

13 *Lender Tallwood Technology Partners, LLC*

*and DIP Agent, Tallwood Management Company, LLC*